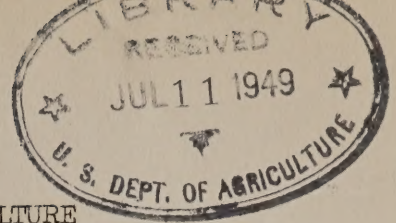


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UNITED STATES DEPARTMENT OF AGRICULTURE  
Rural Electrification Administration  
Washington 25, D. C.

December 28, 1944

Administrative Memorandum

SUBJECT: Authorization to Execute Certificates Regarding a  
Borrower's Incorporation

1. The Associate Solicitor, or Acting Associate Solicitor, or Chief of the Operations Section, of the Rural Electrification Division of the Office of the Solicitor of the Department of Agriculture, is authorized to execute, on behalf of the Administrator, certificates, which a national bank acting as trustee under a trust indenture executed by and between a corporate borrower and such trustee as security for an REA loan finds necessary or desirable to be furnished to it, certifying that such borrower has submitted the documents in satisfactory form required by the REA.
2. This Memorandum rescinds General Order No. 107 of February 15, 1939. It also supersedes all other existing instructions in conflict with the provisions of this Memorandum.

/s/ William J. Neal

Acting Administrator

I, Robert C. MacClinchie, Administrative Officer, do hereby certify that the foregoing is a true and correct copy of Administrative Memorandum, dated December 28, 1944, as compared by me with the original of said Administrative Memorandum.

IN WITNESS WHEREOF I have hereunto set my hand this                      day of  
, 19   .

THE HISTORY OF THE  
CITY OF BOSTON  
FROM 1630 TO 1800

By JOHN B. HENNING, Esq.  
of the City of Boston.

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CERTIFICATE

I,

Associate Solicitor in Charge of Rural Electrification, Office of the  
Solicitor of the Department of Agriculture, hereby certify that

party to the Indenture, dated as of \_\_\_\_\_, a  
by and between it and \_\_\_\_\_, made

\_\_\_\_\_, as trustee, has submitted to the Rural  
Electrification Administration in satisfactory form the following  
documents: (1) certified copies of its articles of incorporation and  
the minutes of the meetings of its members or stockholders and/or  
directors relating to its organization and the authorization of the  
execution of the Indenture mentioned above and the note or notes hereto-  
fore executed and delivered by said party pursuant to the Indenture  
and secured thereby; and (2) an opinion of counsel with respect to the  
validity of the incorporation and organization of the above-named party  
to the Indenture and of the above-named Indenture, as executed, and of  
the notes executed pursuant to and secured by the Indenture, when and  
as executed, and with respect to the sufficiency of the authorization  
of the execution of the Indenture and the note or notes heretofore  
executed and delivered.

Dated

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EXHIBIT

Association of the Department of Agriculture, Bureau of the  
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made, to the Department, dated as of

and between it and

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